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*Lead Counsel for the Class
and Attorneys for the Lead Plaintiff New Jersey
Carpenters Pension and Benefit Funds
[Additional Counsel Appear on Signature Page]*

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA**

HCL PARTNERS LIMITED PARTNERSHIP, On
Behalf of Itself and All Others Similarly Situated,

Plaintiff,

v.

LEAP WIRELESS INTERNATIONAL, INC., S.
DOUGLAS HUTCHESON, GRANT A. BURTON
and AMIN I. KHALIFA,

Defendants.

CLASS ACTION

LEAD CASE NO. 07 CV 2245 MMA

Consolidated with Case No. 08-CV-0128
MMA

**LEAD PLAINTIFF'S UNOPPOSED
MOTION FOR PRELIMINARY
APPROVAL OF SETTLEMENT**

The Honorable Michael M. Anello

Date: April 5, 2010
Time: 2:30 p.m.
Courtroom 5, Third Floor

KENT CARMICHAEL, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

LEAP WIRELESS INTERNATIONAL, INC. S.
DOUGLAS HUTCHESON, MARK H.
RACHESKY, AMIN I. KHALIFA and DEAN M.
LUVISA,

Defendants.

Lead Plaintiff New Jersey Carpenters Pension and Benefit Funds (“Lead Plaintiff”) hereby moves the Court for entry of an order (i) granting preliminary approval of the proposed Settlement set forth in the Stipulation of Settlement; (ii) approving the form and manner of giving notice of the proposed Settlement to the Class; (iii) certifying the proposed Class for purposes of settlement, and (iv) setting a hearing date for final approval of the Settlement and all its terms and elements, including the proposed Plan of Allocation. Lead Counsel have conferred with Defendants’ Counsel prior to filing this motion, and Defendants do not oppose this motion.

This Motion is based upon the Stipulation of Settlement and all exhibits attached thereto; the [Proposed] Order for Notice and Hearing which provides for the preliminary approval of the Settlement and the distribution of the Notice; all other pleadings and matters of record; and such additional evidence or argument as may be presented at the hearing.

Because all of the Parties to this action concur in the filing of this motion, Lead Plaintiff requests that the Court approve this motion without a noticed hearing. Of course, should the Court desire more information, we will provide it immediately.

Accordingly, Lead Plaintiff requests that the Court enter the [Proposed] Order for Notice and Hearing, a copy of which is attached hereto.

Dated: February 17, 2010

/s/ Andy Sohrn

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**PROOF OF SERVICE BY ELECTRONIC POSTING
AND BY MAIL ON ALL KNOWN NON-REGISTERED PARTIES**

I, the undersigned, say:

I am a citizen of the United States and am employed in the office of a member of the Bar of this Court. I am over the age of 18 and not a party to the within action. My business address is 1801 Avenue of the Stars, Suite 311, Los Angeles, California 90067.

On, February 18, 2010, I caused to be served the following documents on each ECF-registered party in the Action by posting such documents electronically to the ECF website of the United States District Court for the Southern District of California:

- 1) LEAD PLAINTIFF'S UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT (Exhibit: Preliminary Approval Order);
- 2) LEAD PLAINTIFF'S MEMORANDUM OF LAW IN SUPPORT OF THE UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT;
- 3) STIPULATION OF SETTLEMENT with Exhibits.

and upon all others not so-registered but instead listed below:

Frank R. Schirripa
Joel P. Laitman
Scheongold Sporn Laitman & Lometti, PC
19 Fulton Street
Suite 406
New York, NY 10038

By Mail: By placing true and correct copies thereof in individual sealed envelopes, with postage thereon fully prepaid, which I deposited with my employer for collection and mailing by the United States Postal Service. I am readily familiar with my employer's practice for the collection and processing of correspondence for mailing with the United States Postal Service. In the ordinary course of business, this correspondence would be deposited by my employer with the United States Postal Service that same day.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on February 18, 2010, at Los Angeles, California.

s/Andy Sohrn
Andy Sohrn